

RECORDATION NO. 26079-B FILED

DEC 28 '05 11:32 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 28, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (MBTA-2005-FT), dated as of December 27, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: MBTA-2005-FT Statutory Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware, 19890-0001

Lessee: Massachusetts Bay Transportation Authority
Ten Park Plaza
Boston, Massachusetts 02116

Mr. Vernon A. Williams
December 27, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

32 Blind Trailer Coaches with MBTA rail marks and with road numbers 750 - 781.

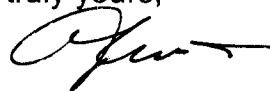
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (MBTA-2005-FT).

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE AGREEMENT (MBTA-2005-FT)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement (MBTA-2005-FT), made and entered into on December 27, 2005 by and between **MBTA-2005-FT STATUTORY TRUST**, a Delaware statutory trust, having its principal place of business in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE, 19890-0001, Attention: Corporate Trust Administration (the "**Lessor**"), and **MASSACHUSETTS BAY TRANSPORTATION AUTHORITY**, a body politic and corporate and political subdivision of The Commonwealth of Massachusetts, having its principal office at Ten Park Plaza, Boston, MA 02116, Attention Jonathan R. Davis, Deputy General Manager and Chief Financial Officer (the "**Lessee**").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (MBTA-2005-FT), dated as of December 27, 2005, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (MBTA-2005-FT).

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Agreement (MBTA-2005-FT) to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

MBTA-2005-FT STATUTORY TRUST

By Wilmington Trust Company, not in its
individual capacity, but solely as Trustee

By: _____
Name: _____
Title: **Joann A. Rozell**
Assistant Vice President

ACKNOWLEDGEMENT

STATE OF Delaware)
) ss.
COUNTY OF NEW CASTLE

On Dec 23rd, 2005, before me, J. Christopher Murphy, personally came
Joann A. Rozell, personally known to me to be the person whose name is subscribed to
the within instrument and acknowledged to me that she executed the same in her authorized
capacity and that by her signature on the instrument, the person or the entity upon behalf of
which the person acted, executed the instrument.

Witness my hand and official seal.

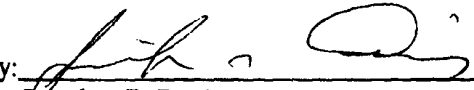
J. Christopher Murphy
Notary Public

My commission expires on _____, 20__

J. CHRISTOPHER MURPHY
Notary Public - State of Delaware
My Comm. Expires June 23, 2007

LESSEE:

MASSACHUSETTS BAY TRANSPORTATION
AUTHORITY

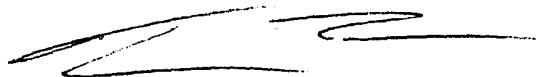
By: 
Jonathan R. Davis
Deputy General Manager and Chief Financial
Officer

ACKNOWLEDGEMENT

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On Dec 20, 2005, before me, Timothy Rempe, personally came
Jonathan R. Davis, personally known to me to be the person whose name is subscribed to
the within instrument and acknowledged to me that she executed the same in her authorized
capacity and that by her signature on the instrument, the person or the entity upon behalf of
which the person acted, executed the instrument.

Witness my hand and official seal.


Notary Public

My commission expires on 5/5, 2011

Exhibit A
to the
Head Lease Supplement

Equipment Description

Description	Serial Number	Equipment Value (as expressed in U.S. Dollars)
Blind Trailer Coach	767	2,932,000
Blind Trailer Coach	768	2,932,000
Blind Trailer Coach	769	2,932,000
Blind Trailer Coach	770	2,932,000
Blind Trailer Coach	771	2,932,000
Blind Trailer Coach	772	2,932,000
Blind Trailer Coach	773	2,932,000
Blind Trailer Coach	774	2,932,000
Blind Trailer Coach	775	2,932,000
Blind Trailer Coach	776	2,932,000
Blind Trailer Coach	777	2,932,000
Blind Trailer Coach	778	2,932,000
Blind Trailer Coach	779	2,932,000
Blind Trailer Coach	780	2,932,000
Blind Trailer Coach	781	2,932,000
Blind Trailer Coach	750	2,814,000
Blind Trailer Coach	751	2,814,000
Blind Trailer Coach	752	2,814,000
Blind Trailer Coach	753	2,814,000
Blind Trailer Coach	754	2,814,000
Blind Trailer Coach	755	2,814,000
Blind Trailer Coach	756	2,814,000
Blind Trailer Coach	757	2,814,000
Blind Trailer Coach	758	2,814,000
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Blind Trailer Coach	760	2,814,000
Blind Trailer Coach	761	2,814,000
Blind Trailer Coach	762	2,814,000
Blind Trailer Coach	763	2,814,000
Blind Trailer Coach	764	2,814,000
Blind Trailer Coach	765	2,814,000
Blind Trailer Coach	766	2,814,000

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/27/05



Robert W. Alvord